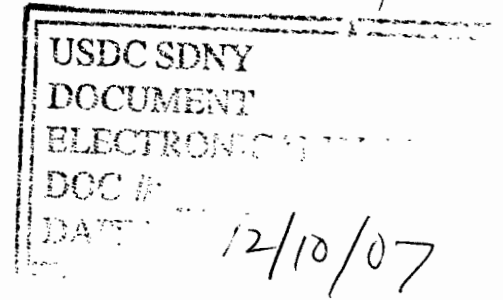


See Herdlin, J



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Ocean Ridge Capital Advisors, LLC,

Plaintiff,

v.

Metropolitan Life Ins. Co., et al.,

Defendants.

07 CV 3213 (SAS)

STIPULATION

WHEREAS Defendant Goldman Sachs Credit Partners, L.P. ("GSCP") and Plaintiff Ocean Ridge Capital Advisors, LLC, as Litigation Trustee of the MAS Litigation Trust (the "Trustee"), entered into a Stipulation dated November 6, 2007 (such Stipulation "So Ordered" by the Court on November 8, 2007) by which GSCP withdrew its Motion to Dismiss without prejudice because the Trustee and GSCP have reached a settlement in principle in this matter; and

WHEREAS the Trustee and GSCP continue to work on the terms of a written settlement agreement; and

IT IS HEREBY STIPULATED AND AGREED that the time in which Defendant GSCP's Motion to Dismiss may be refiled by GSCP if the parties cannot reach a mutually agreeable written settlement agreement is extended from December 6, 2007 to and including January 18, 2008; and

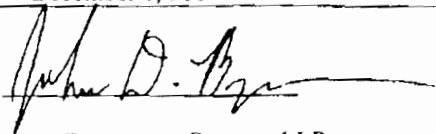
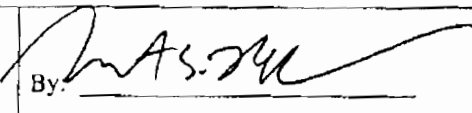
IT IS FURTHER STIPULATED AND AGREED that should GSCP refile its Motion to Dismiss, GSCP's Memorandum of Law in Support of its Motion to Dismiss will be identical to that previously filed on August 18, 2007, that the Trustee's Memorandum of Law in Support of its Response to the Motion to Dismiss will be identical to that previously filed on September

28, 2007 and that GSCP will have an opportunity to file a Reply Memorandum of Law in Further Support of its Motion to Dismiss; and

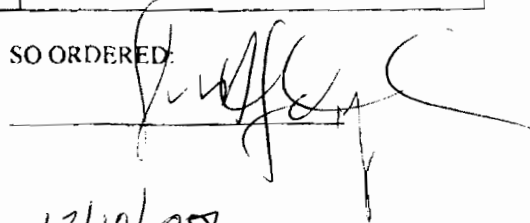
IT IS HEREBY FURTHER STIPULATED AND AGREED that by withdrawing and refileing its Motion to Dismiss, Defendant GSCP does not waive any defenses or arguments asserted in the original Motion to Dismiss; and

IT IS FURTHER STIPULATED AND AGREED that the parties will comply with all other dates and deadlines as set forth in the Amended Scheduling Order dated July 26, 2007.

Dated: New York, New York
December 6, 2007

By: 	By: 
HALPERIN BATTAGLIA RAICHT, LLP Alan D. Halperin (AH-8432) Neal W. Cohen (NC-3573) 555 Madison Avenue, 9th Floor New York, NY 10022 Telephone: (212) 765-9100 Facsimile: (212) 765-0964	LINKLATERS LLP R. Paul Wickes Paul Hessler Martin S. Bloor 1345 Avenue of the Americas New York, NY 10105 Telephone: (212) 903-9000 Facsimile: (212) 903-9100
BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP James B. Heaton, III Steven J. Nachtwey John D. Byars 54 West Hubbard Street, 3rd Floor Chicago, IL 60610 Telephone: (312) 494-4400	Attorneys for Defendant Goldman Sachs Credit Partners, L.P.
Attorney for Plaintiff Ocean Ridge Capital Advisors, LLC, as Litigation Trustee of the MAS Litigation Trust	

SO ORDERED:



12/10/07